

SUMMARY TERM SHEET

Issuer	Transwarranty Finance Limited								
Issue Size	Secured and Unsecured Redeemable Non-convertible Debentures not exceeding Rs. 5 Crores in aggregate, (Secured NCDs not exceeding Rs. 4 Crores and balance as unsecured NCDs in the nature of subordinated debt)								
Objects of the Issue	The purpose of the issue is to raise the long-term funds, including margin money for working capital requirements. The Net proceeds, after deducting the issue related expenses are proposed to be utilized for providing loans including margin on loans and repayment/ prepayment of principal and interest of existing borrowings and general corporate purposes								
Instrument	Secured and Unsecured Redeemable Non-Convertible Debentures on private placement basis (Series A)								
Nature and status of Debentures	Secured and Unsecured, Redeemable, Non-Convertible Debentures on private placement basis. Unsecured NCDs are in the nature of Subordinated Debt.								
Issuance Mode	Demat								
Convertibility	No								
Trading Mode	NA								
Credit Rating	NA- The NCDs are not rated by any Credit Rating Agency								
Face Value	Rs. 1,00,000/- each								
Premium/ Discount on Issue	Nil								
Issue Price	Rs. 1,00,000/- per NCD								
Premium/ Discount on redemption	NA								
Maturity	400 days/ 3 years/ 5 years								
Redemption/ Maturity Date	18/01/2020; 14/12/2021; 14/12/2023 (based on deemed date of allotment i.e. 14/12/2018)								
Lock-in-Period	NA								
Minimum Application	2 Debentures and in multiples of 1 Debentures thereafter								
Put Option	NA								
Call Option	NA								
Call Option Price	NA								
Call Notification Time	NA								
Coupon Rate	Category	SECURED NCDs					UNSECURED NCDs - SD		
	Tenure	400 days	3 years		5 years		5 years		
	Int. payment	Cumulative	Quarterly	Annual	Monthly	Quarterly	Annual	Monthly	Quarterly
	Coupon (%) pa	11.00	11.25	11.50	11.25	11.50	11.75	11.75	12.00
Step Up/ Step Down Coupon Rate	NA								



Coupon Payment Frequency	11.00 % p.a.-Secured NCDs-400 days- Interest Cumulative 11.25 % p.a.-Secured NCDs-3 years- Interest Quarterly 11.50 % p.a.-Secured NCDs 3 years- Interest Annual 11.25 % p.a.-Secured NCDs-5 years - Interest Monthly 11.50 % p.a.-Secured NCDs-5 years days- Interest Quarterly 11.75 % p.a.- Secured NCDs-5 years - Interest Annual 11.75 % p.a. - Unsecured NCDs-5 years - Interest Monthly 12.00 % p.a.- Unsecured NCDs5 years days- Interest Quarterly
Coupon / Interest Payment Date	At the end of respective periods commencing from the deemed date of Allotment, in accordance with the Debenture Trust Deed
Coupon Type	Fixed, subject to reset as specified in the Debenture Trust Deed.
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Coupon Reset Process shall be as set forth in the Debenture Trust Deed
Default Interest Rate	In the event the Issuer fails to pay any amount payable by it as interest and/ or principal redemption on the relevant due dates (Unpaid Sum), additional interest @2% pa over the Coupon rate shall accrue on the Unpaid Sum from the due date upto the date of actual payment (both before and after the judgment). (the Default Interest).
Day Count Basis	Actual/Actual
Interest on Application Money	Interest will be paid on Application money at respective coupon rates from the date of realization of cheque till one day prior to the deemed date of allotment
Listing	Unlisted
Trustees	Vistra ITCL (India) Limited
Depository	NSDL and CDSL
Registrars and Transfer Agents	Link Intime India Pvt. Ltd.
Settlement	Payment of interest and/ or principal shall be made by real time gross settlement, NEFT, cheque drawn by the Issuer on its bankers.
Business Day Convention	When a date on which the Issuer is required to make any payments towards Interest on the Debentures, is not a Payment Business Day, then such date shall be automatically changed to the next Payment Business Day. When the day (including the Redemption Date) on or by which a payment (other than a payment of Interest) is due to be made is not a Payment Business Day, that payment shall be made on the preceding Payment Business Day.
Record Date	Record date for interest /principal payment shall be 5 days prior to each interest payment/Redemption date
Payment Mode	NEFT/RTGS, Cheque and other banking channels
Eligible Investors	<ul style="list-style-type: none"> Retail Individual Investors – Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including Rs. 10 lakhs across all series of NCDs. High Net-worth Individuals (“HNI”), Investors - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above Rs. 10 lakhs across all series of NCDs.



	<ul style="list-style-type: none"> • Non-Institutional investors- Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies corporations and societies registered under the applicable laws in India and authorized to invest in NCDs; Co-operative Banks and Regional Rural Banks; Public/private charitable/religious Trusts registered under the applicable laws in India and authorized to invest in NCDs; Partnerships Firms; Limited Liability Partnerships; Association of Persons and any other incorporated and/or unincorporated body of persons • Any other investor(s) authorized to invest in these Debentures, subject to the compliance with the relevant regulations/guidelines applicable to them for investing in this Issue
Non-Eligible classes of Investors	Other than eligible investors
Transaction Documents	<ol style="list-style-type: none"> 1. Debenture Trustee Agreement 2. Debenture Trust Deed 3. Consent Letter Any other agreement executed between the Issuer and the Investor.
Conditions precedent to subscription of Bonds	As provided in the Debenture Trust Deed
Conditions subsequent to subscription of Bonds	As provided in the Debenture Trust Deed
Cross Default	Not applicable
Role and Responsibilities of Trustees	Customary to facilities of this nature as provided in the Debenture Trust Deed and the SEBI (Debenture Trustee) Regulations, 1993
Governing Law and Jurisdiction	<p>This PPOAL and the Debenture Trust Deed shall be governed by and construed in accordance with the laws of India.</p> <p>Any dispute under this PPOAL and the Debenture Trust Deed as executed with the debenture Trustee shall be resolved by Arbitration under the Arbitration and Conciliation Act, 1996, as amended from time to time and shall be subject to the Non-exclusive jurisdiction of courts at Mumbai</p>
Additional Covenants	-
Applicable RBI Guidelines	<ol style="list-style-type: none"> 1. RBI Notification No. RBI/2014-15/475 DNBR (PD) CC No. 021/03.10.001/2014-15 dated February 20,2015 2. RBI Master Direction RBI/DNBR/2016-17/44 No. DNBR.PD.007/ 03.10.119 / 2016-17 dated September 1,2016



Prohibition on Purchase/ Funding of Bonds	Applicable
Issue Opening Date	6 th December, 2018
Issue Closing Date	12 th December, 2018
Pay In Dates	7 th and 12 th December, 2018
Deemed Date of Allotment	14 th December, 2018

